

August 31, 1983  
File: CA-4306

Mrs. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Room 2215  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

RECORDATION NO. 4892-F Filed 1425  
SEP 2 - 1983 - 1 15 PM  
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 4892-G Filed 1425  
SEP 2 - 1983 - 1 15 PM  
INTERSTATE COMMERCE COMMISSION



Grand Trunk Rail System  
131 West Lafayette Blvd.  
Detroit, Michigan 48226

RECORDATION NO. 4892-H Filed 1425  
SEP 2 - 1983 - 1 15 PM  
INTERSTATE COMMERCE COMMISSION

No. 3-2451028  
Date SEP 2 1983  
Fee \$ 40.00  
ICC Washington, D.C.

Dear Mrs. Mergenovich:

The Grand Trunk Western Railroad Company, through this transmittal letter, hereby requests the recording with the Commission pursuant to 49 U.S.C. 20 C and 49 CFR, Part 1116, (1975), of the attached documents.

- a) Three (3) originals and One (1) copy of Assignment of Lease of Railroad Equipment and Conditional sale Agreement from Creeko Equipment Company to Grand Trunk Western Railroad Company, dated July 15, 1983.
- b) Four (4) originals of a Declaration of Full Payment and Performance executed by The First Pennsylvania Banking and Trust Company, dated August 5, 1983.
- c) Four (4) originals of a Bill of sale from The First Pennsylvania Banking and Trust Company to Grand Trunk Western Railroad Company, dated August 5, 1983 covering 15 high cube box cars and 6 locomotive.
- d) Four (4) originals of a Declaration of Full Payment and Performance executed by The First Pennsylvania Banking and Trust Company, dated August 5, 1983.

The document listed under a) above, covers the acquisition of the interest of Creeko Equipment Company by Grand Trunk Western Railroad Company to 15 high cube box cars and 6 locomotives. The Option Agreement covering the acquisition of Creeko's interest was dated June 30, 1982 and recorded under Recordation No. 13715 on August 2, 1982.


The Documents listed under b), c) & d) above, pertains to the Purchase and Lease of Equipment covered by various Agreements dated June 1, 1968 and recorded under Recordation No's. 4892, 4892-A, 4892-B & 4892-C on June 7, 1983.

Mrs. Agatha L. Mergenovich  
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We ask that you kindly return all copies bearing Recordation Numbers not needed for your records to the undersigned.

Also enclosed is GTW's check numbered 076570 in the amount of \$40.00 to cover the fees for recording of the documents. Should an additional fee or amount be required, please advise.

Yours very truly,

  
P. J. Freeman  
Engineer, Contract Administration

Encl.

4306-083183-Wd3

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

**OFFICE OF THE SECRETARY**

September 2, 1983

P. J. Freeman  
Engineer, Contract Admn.  
Grand Trunk Rail System  
131 West Lafayette Blvd.  
Detroit, Michigan 48226

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/2/83 at 1:15PM, and assigned recordation number(s). 13715-A, 4892-F, 4892-G, & 4892-H

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

RECORDATION NO. 1375-A  
Filed 1425

SEP 2 - 1983 - 1 1: PM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF LEASE OF RAILROAD EQUIPMENT

AND CONDITIONAL SALE AGREEMENTS

ASSIGNMENT made July 15, 1983 by CREEKO EQUIPMENT COMPANY, a New York limited partnership ("Assignor"), to GRAND TRUNK WESTERN RAILROAD COMPANY, a Michigan corporation ("Assignee").

ASSIGNOR, for valuable consideration, receipt of which is hereby acknowledged, hereby sells, grants, assigns, transfers and sets over to the ASSIGNEE, all of Assignor's right, title and interest in that certain (1) Lease of Railroad Equipment, dated as of June 1, 1968 (the "Lease"), between Creeko Equipment Corporation (the "Corporation"), as lessor, and Detroit, Toledo and Ironton Railroad Company, as lessee (the "Lessee"), (2) Conditional Sale Agreement, dated as of June 1, 1968, among General Motors Corporation (Electro-Motive Division), the Corporation and the Lessee and (3) Conditional Sale Agreement, dated as of June 1, 1968, among Greenville Steel Car Company, the Corporation and the Lessee, in each case, together with and including, without limitation, all of Assignor's rights, title, interest and benefits in all covenants, warranties, indemnities and other agreements therein or relating to said Lease and Conditional Sale Agreements and all rights in and to the

equipment subject to said Lease and Conditional Sale Agreements more particularly described in Annex A hereto (the "Equipment"); provided, however, that the within assignment is made expressly subject in all respects (1) to the rights and remedies of the respective manufacturers and their assigns under said Conditional Sale Agreements and to the rights of DT&I under said Lease, and (2) to the reservation by Assignor of all of its rights under said Lease and Conditional Sale Agreements in respect to events or omissions occurring prior to the delivery hereof, none of which rights of the Assignor is hereby waived, released, sold, granted, assigned, transferred or set over.

Assignor represents and warrants that Assignor has not previously assigned or transferred any of its interest in any of the said Lease, Conditional Sale Agreements or Equipment and Assignor has not taken any action to create any lien, claim or encumbrance on the Equipment except those which exist under or by virtue of the said Lease and Conditional Sale Agreements.

ASSIGNOR MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO THE DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF MATERIAL, EQUIPMENT OR WORKMANSHIP IN, THE EQUIPMENT, AND ASSIGNOR MAKES NO WARRANTY OR MERCHANTABILITY OR FITNESS OF THE EQUIPMENT FOR ANY PARTICULAR PURPOSE OR AS TO TITLE TO THE EQUIPMENT OR ANY COMPONENTS THEREOF.

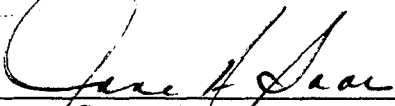
IN WITNESS WHEREOF, ASSIGNOR has caused this instrument to be duly executed on the day and year first above written.


CREEKO EQUIPMENT COMPANY

By: SB&H Leasing Corporation,  
General Partner

[Corporate Seal]


Attest:

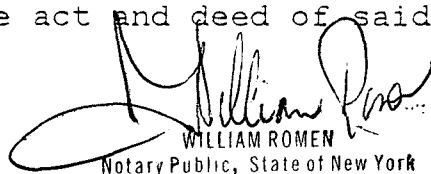
  
Secretary

By   
President

STATE OF NEW YORK     )  
                                  ss:  
COUNTY OF NEW YORK    )

On this 15th day of July , 1983, before me personally appeared Robert A. Hansen to me personally known, who, being by me duly sworn, says that he is President of SB&H LEASING CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, that said corporation is one of the general partners of CREEKO EQUIPMENT COMPANY, a New York limited partnership, that said instrument was signed on behalf of said partnership, CREEKO EQUIPMENT COMPANY, pursuant to due authority, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership.



  
WILLIAM ROMAN

Notary Public, State of New York  
No. 31-3336600  
Qualified in New York County  
~~Commission Expires March 30, 1985~~  
Notary Public

[Notarial Seal]

<u>Manufacturer</u>	<u>Type</u>	<u>Quantity</u>	<u>Road Numbers</u>	AAR <u>Mechanical Designation</u>	<u>Identifying Marks</u>
General Motors Corporation (Electro-Motive Division)	3000 h.p. GP diesel locomotives	6	400 to 405, both inclusive	XML	THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY, AGENT, OWNER
Greenville Steel Car Company	100-ton 86'6" high cube boxcars	15	26635 to 26649, both inclusive		(Same as above)